

**In the Claims:**

Please replace independent claims 3, 15 and 39 with the claims shown below (the amendments being shown on the accompanying mark-up):

3. (Twice Amended) A shoe comprising:

an upper;

a lower attached to the upper; and

an outsole attached to the lower, the outsole having a first section formed of a first material and including a ground contacting portion and a non-ground contacting portion and having a second section including an outer ground contacting layer formed of a fabric material, wherein the second section further includes a backing layer formed of a thermoplastic material, the fabric material of the outer ground contacting layer being connected to the backing layer to define an integral assembly and wherein the backing layer is integrally molded with a base section of the non-ground contacting portion of the first section to define a fused bond at a boundary zone between the backing layer and the base section such that the fabric material is a ground contacting surface.

15. (Twice Amended) A shoe outsole comprising:

a first section including a ground contacting portion and a non-ground contacting portion; and

a second section including an outer ground contacting layer formed of a fabric material, wherein the second section includes a backing layer formed of a thermoplastic material

and being connected to the fabric material to define an integral insert, wherein the non-ground contacting portion of the first section includes at least one recessed section for receiving the insert, the backing layer being integrally molded with a base of the recessed section to define a fused bond at a boundary zone between the backing layer and the base so that the fabric material is a ground contacting surface.

39. (Once Amended) A shoe comprising:

an upper;

a lower attached to the upper; and

an outsole formed of a first material and having a first face attached to the lower and a second face defining a ground contacting surface, the second face having at least one recessed section for receiving at least one insert, each insert being formed of a thermoplastic backing layer and an outer ground contacting layer that is formed of a fabric material which is integrally attached to the backing layer, wherein the backing layer and the first material are integrally, moldably attached in a softened state to form a unitary outsole construction with the fabric material defining a ground contacting surface.

#### REMARKS

Applicants respectfully request entry of this amendment and reconsideration and allowance of the claims for the following reasons.